



**Board of Directors Meeting
Minutes – Approved**

DATE: Thursday, September 20, 2018	TIME: 9:00 a.m. – 2:00 p.m.
LOCATION: 4711 Yonge Street, Suite 408, Toronto Ontario	
Chair: Glenda Gies Directors: Tom Wright (Vice Chair), Joyce Barretto (Secretary), Ken Kawall (Treasurer), David Brezer, Saqib Cheema, Andrea Nemtin, Robert Poirier, Rajesh Sharma, Nidhi Tandon	
Regrets: Mary Shenstone	
Guests: John Armiento, Resource Recovery Policy Branch, MECP (for items 4 through 8)	
RPRA: Frank Denton, Noah Gitterman, Wilson Lee, Pat Moran, Sandra Montague, John Pinard, Geoff Rathbone	
Board Secretariat: Andrea Abraham	

1.0 Call to Order

With a quorum present, the meeting was called to order at 9:03 a.m.

1.1 Adoption of the Agenda

Motion: To adopt the meeting agenda as presented.

It was duly Moved, Seconded and Carried.

1.2 Declaration of Real, Potential or Apparent Conflict of Interest

Directors S. Cheema and R. Poirier declared a conflict of interest on Item 4.2 a) Expiry of Elected Director Terms.

1.3 In Camera Discussion with CEO

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.



2.0 CONSENT ITEMS

A question was raised about the process for managing the Registry project following completion of the tire registry and prior to availability of the regulations for electronic and electrical equipment and hazardous or special wastes. The Director of I&IT explained that Authority staff are assessing the Authority's needs for future registry builds.

Motion: IT IS RESOLVED that:

1. the Board of Directors approve the minutes of the August 15, 2018 Board meeting; and
2. the Board receive the remaining consent items:
 - 2.2 Business Arising
 - 2.3 Correspondence
 - 2.4 Audit and Risk Committee Report Information Items
 - 2.5 Finance Committee Report Information Items
 - 2.6 Governance Report Information Items
 - 2.7 Director of I&IT Report
 - 2.8 Director of Transition Report

It was duly Moved, Seconded and Carried.

3.0 Re-Approval of Minutes

3.1 Minutes of May 16, 2018 Board Meeting

A correction to the May 16, 2018 minutes was noted.

Motion: IT IS RESOLVED that the Board of Directors approve the minutes of the May 16, 2018 Board meeting, as corrected.

It was duly Moved, Seconded and Carried.

4.0 Board Committee Reports

4.1 Audit and Risk Committee Report

4.1 a) Enterprise Risk Management Update

The CEO presented the Authority's risk map and top ten risks. The CEO explained that risks remain relatively unchanged from the last report, but that risks will continue to evolve as the Authority begins work on operationalising the 2019 business plan. The Board discussed the risk update.



The CEO also informed the Board that staff propose sharing with the Ministry the summary of the Authority's Risk Management Plan updated with the Authority's mission and vision statements as revised by the Board.

Motion:

Whereas Section 3, Schedule D of the Transitional Operating Agreement states that:

"The Authority will conduct a risk assessment and develop a risk management plan that will:

- a) state the Authority's major activities and objectives;
- b) identify and assess risks to the achievement of stated major activities;
- c) identify a risk mitigation strategy;
- d) establish and maintain a system of internal controls to minimize risk; and
- e) document policies and procedures to manage risk

A summary of the risk management plan shall be provided to the Ministry annually for review",

IT IS RESOLVED that the Board of Directors approve the updated Risk Management Plan and direct staff to provide a summary to the Ministry of the Environment, Conservation and Parks.

It was duly Moved, Seconded and Carried.

4.1 b) RFP for the 2019 Audit

The Audit & Risk Committee Chair presented the Audit & Risk Committee's recommendation regarding external audit services for the 2019 fiscal year. The Committee Chair noted that an RFP was issued in 2017 for audit services for the fiscal years 2017 through 2020. Chaplin and Co., Chartered Accountants was appointed auditor for each of the 2017 and 2018 fiscal periods on the basis of their submission in response to the RFP. The recommendation to the Board is to consider the appointment of Chaplin and Co. for the 2019 fiscal year at the internal annual meeting in May 2019.

4.2 Governance Committee Report

4.2 a) Expiry of Elected Director Terms

Directors S. Cheema and R. Poirier excused themselves from the discussion and left the room.

The Governance Committee Chair explained that the terms for Directors S. Cheema and R. Poirier expire on November 1, 2018, and presented the Governance Committee's recommendation to re-elect the two Directors to three-year terms. The Board discussed the process for electing and re-electing Directors, and the Governance Committee's recommendation.



Motion:

Whereas the term of two elected Directors expires on October 31, 2018;

IT IS RESOLVED that Saqib Cheema and Robert Poirier be reelected to the Board of Directors of the Authority effective November 1, 2018 for a three-year term expiring on October 31, 2021.

It was duly Moved, Seconded and Carried.

Directors S. Cheema and R. Poirier rejoined the meeting.

4.2 b) Director Evaluation Process

The Governance Committee Chair presented a number of recommendations from the Committee about the approach for conducting Director evaluations in 2019. The Board discussed the recommendations, including the process for procuring a third party to assist with the evaluations.

Motion:

Whereas the Board plans to conduct performance evaluations of Board members in 2019;

IT IS RESOLVED that the 2019 evaluations should:

1. include an evaluation of the Board as a whole, in addition to the individual Board member evaluations required by the Transitional Operating Agreement;
2. include evaluations of performance in the roles of Chair and Vice Chair;
3. be assisted by a third party; and
4. be based on the duties outlined in the Governance Charter.

It was duly Moved, Seconded and Carried.

4.2 c) Perquisites Policy

The Committee Chair presented an updated Perquisites Policy. The Director of Legal Services noted that the revised Policy closely aligns with the Broader Public Sector Perquisites Directive and is being proposed as a separate document from the Authority's Governance Charter. The Board discussed the Policy.

The Board Chair reminded the Directors that the Policy would be posted publicly.

Motion:

Whereas s. 6.2(m) of the Transitional Operating Agreement makes the Authority responsible for "developing, maintaining and making publicly available on the Registry up-to-date written perquisite



policies and procedures in keeping with the spirit of the most recent Broader Public Sector Perquisites Directive”;

IT IS RESOLVED that:

The Perquisites Policy be approved and made publicly available on the Authority’s website, and

Authority staff are directed to revise the Governance Charter to remove the embedded Perquisites Policy.

It was duly Moved, Seconded and Carried.

4.2 d) Code of Conduct By-Law

The Director of Legal Services presented feedback received from the Ministry on the Authority’s draft Code of Conduct, and the changes that are being recommended by the Governance Committee as a result of the feedback.

The Board discussed the revised Code of Conduct, including how the Code, once approved, would be presented to the public.

Motion:

Whereas a draft Code of Conduct was submitted to the Ministry of the Environment, Conservation and Parks for review and comment pursuant to the Transitional Operating Agreement; and

Whereas the Ministry provided its comments; and

Whereas revisions have been made to the draft Code of Conduct in response to those comments;

IT IS RESOLVED that the revised Code of Conduct be enacted as a by-law of the Authority.

It was duly Moved, Seconded and Carried.

4.3 Finance Committee Report

1.3 a) Benefits Update

The Committee Chair informed the Board that the Authority’s Benefits plan administered by Morneau Shepell is up for renewal on November 1, 2018.

The Board discussed options for renewing the plan. The CEO commented that Authority staff were surveyed about their plan preferences and the results are in his CEO Report.



The Director of Finance and Administration noted that staff will continue to work with Morneau Shepell to renew the benefits plan to incorporate staff's preferences and improve benefits where feasible at no additional cost.

4.3 b) 2019 RRCEA Fees: Approval to Consult

The Director of Transition presented the consultation process for the 2019 RRCEA tire fees, and the fee schedule being proposed for consultation. The Director of Transition noted that the Finance Committee is recommending that the Board adopt staff's proposal not to increase tire fees in 2019. He explained that the proposal includes an adjustment to the PRO fee to incorporate the software licensing costs into a flat fee, rather than charging the licensing costs separately. He also noted that the Authority's actual 2018 tire fee revenue is likely to be close to the amount carried in the 2018 budget. Because of lower than expected RRCEA expenses in 2018, a fee surplus will be applied as a credit against the 2019 RRCEA expense budget.

The Board discussed the proposed consultation plan, the timing for consultations, and the proposed fee schedule.

Motion:

IT IS RESOLVED that the Board approve the proposed 2019 Tire Fees for consultation.

It was duly Moved, Seconded and Carried.

4.3 c) 2019 Draft Budget & 2020 – 2021 Draft Forecast

The Committee Chair presented the revised 2019 Budget and 2020–2021 Forecast for inclusion in the 2019–2021 Business Plan for approval. The Plan is to be submitted to the Minister 90 days before the beginning of the fiscal year. It was noted that the Authority had not yet received comments from the Ministry on the draft budget that was submitted in August. The Board discussed the proposed budget.

Motion:

IT IS RESOLVED that the Board approve the draft 2019 Budget and 2020-2021 Forecasts for inclusion in the draft 2019-2021 Business Plan to be submitted to the Minister of Environment, Conservation and Parks 90 days before the beginning of the fiscal year.

It was duly Moved, Seconded and Carried.



5.0 2019 – 2021 Business Plan

The Board Chair and CEO informed the Directors that all feedback that was received from Board Directors was incorporated into the Business Plan.

The Director of Communications and Stakeholder Relations circulated a supplemental staff note to Directors to address the Business Plan assumptions around the registry development as it related to timing, staffing, financing and the Minister's direction on WEEE and MHSW.

The Board discussed the final proposed business plan, including key assumptions and key potential risks. The Board requested a number of editorial changes for clarity.

Motion:

Whereas the Authority is obligated to provide a Business Plan for the next three fiscal years that identifies a coordinated set of activities to achieve its strategic objectives; and,

Whereas the Business Plan must be submitted to the Minister 90 days before the beginning of the fiscal year;

IT IS RESOLVED THAT:

The Draft Final 2019 – 2021 Business Plan is approved, subject to any comments from the Ministry of Environment, Conservation and Parks, for submission to the Minister of the Environment, Conservation and Parks and for subsequent posting on the Authority's website, and

Authority staff are directed to revise the Business Plan if necessary, to address any comments received from the Ministry of Environment, Conservation and Parks after the date of this resolution, in consultation with the Chair.

It was duly Moved, Seconded and Carried.

6.0 Registrar Report

The Registrar updated the Board on the tire producer registrations as of and following the August 31, 2018 deadline. The Board commended the Registry team for the successful rollout of the producer registration process. The Board considered the ongoing work by the Registry team, including the types of questions Registry Officers were receiving from registrants, the form of reports the Registrar will use on an ongoing basis to monitor compliance, and proactive steps the Registrar is taking to ensure compliance.



7.0 CEO Report

The CEO presented his report including an update on public statements by the Minister about the Blue Box program, the results of the Authority's staff engagement survey, and the development of a corporate dashboard for Board reporting. The Board discussed the report, including potential approaches to developing the corporate dashboard.

8.0 Other Business

No other business.

9.0 In Camera Session

Motion: To move In Camera.

It was duly Moved, Seconded and Carried.

Motion: To move out of In Camera.

It was duly Moved, Seconded and Carried.

10.0 Adjournment

The meeting was adjourned at 2:00 p.m.

Glenda Gies

Chair

Joyce Barretto

Corporate Secretary